

## Board of Governors of the Federal Reserve System

RSSD ID: 2816906



# Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

## Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for

further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

**September 30, 2011**

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/CCYY) (BHTX J196)

TAUNUS CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

60 WALL STREET

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

NEW YORK

NY

10005

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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RSSD ID

C.I.

S.F.

# Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties .....	4435		144000	1.a.(1)(a)	
(b) All other loans secured by real estate .....	4436		113000	1.a.(1)(b)	
(c) All other loans .....	F821		254000	1.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		7000	1.a.(2)	
b. Income from lease financing receivables .....	4065		0	1.b.	
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		217000	1.c.	
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B488		7000	1.d.(1)	
(2) Mortgage-backed securities .....	B489		0	1.d.(2)	
(3) All other securities .....	4060		12000	1.d.(3)	
e. Interest income from trading assets .....	4069		3768000	1.e.	
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		709000	1.f.	
g. Other interest income .....	4518		10000	1.g.	
h. Total interest income (sum of items 1.a through 1.g) .....	4107		5241000	1.h.	
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more .....	A517		2000	2.a.(1)(a)	
(b) Time deposits of less than \$100,000 .....	A518		0	2.a.(1)(b)	
(c) Other deposits .....	6761		9000	2.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		8000	2.a.(2)	
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		619000	2.b.	
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		1567000	2.c.	
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	4397		16000	2.d.	
e. Other interest expense .....	4398		0	2.e.	
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		2221000	2.f.	
3. Net interest income (item 1.h minus item 2.f) .....	4074		3020000	3.	
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		20000	4.	
5. Noninterest income:					
a. Income from fiduciary activities .....	4070		886000	5.a.	
b. Service charges on deposit accounts in domestic offices .....	4483		43000	5.b.	
c. Trading revenue <sup>2</sup> .....	A220		-311000	5.c.	
d. (1) Fees and commissions from securities brokerage .....	C886		768000	5.d.(1)	
(2) Investment banking, advisory, and underwriting fees and commissions .....	C888		1147000	5.d.(2)	
(3) Fees and commissions from annuity sales .....	C887		0	5.d.(3)	
(4) Underwriting income from insurance and reinsurance activities .....	C386		0	5.d.(4)	
(5) Income from other insurance activities .....	C387		2000	5.d.(5)	
e. Venture capital revenue .....	B491		0	5.e.	
f. Net servicing fees .....	B492		0	5.f.	
g. Net securitization income .....	B493		34000	5.g.	

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

## Schedule HI—Continued

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560			0	5.i.
j. Net gains (losses) on sales of other real estate owned	8561			3000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496			-2000	5.k.
l. Other noninterest income <sup>3</sup>	B497			1277000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079			3847000	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521			0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196			9000	6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135			2682000	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217			311000	7.b.
c. (1) Goodwill impairment losses	C216			13000	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232			94000	7.c.(2)
d. Other noninterest expense <sup>4</sup>	4092			2777000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093			5877000	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301			979000	8.
9. Applicable income taxes (foreign and domestic)	4302			396000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300			583000	10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup>	4320			0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104			583000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103			-1000	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340			584000	14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

## MEMORANDA

Dollar Amounts in Thousands		BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519			3021000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592			980000	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313			0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507			0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number			
	4150			8704	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks	C013			0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014			0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016			0	M.6.c.
d. Rent and other income from other real estate owned	4042			0	M.6.d.
e. Safe deposit box rent	C015			0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229			0	M.6.f.

## Schedule HI—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands

			BHCK					
6. g. Bank card and credit card interchange fees.....			F555				0	M.6.g.
h. Gains on bargain purchases .....			J447				0	M.6.h.
i. TEXT MONEY TRANSFER	8562							
			8562				147000	M.6.i.
j. TEXT INTERCOMPANY REVENUE ALLOCATION	8563						551000	M.6.j.
			8563					
k. TEXT	8564						0	M.6.k.
			8564					
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):								
a. Data processing expenses.....			C017				275000	M.7.a.
b. Advertising and marketing expenses .....			0497				0	M.7.b.
c. Directors' fees .....			4136				0	M.7.c.
d. Printing, stationery, and supplies.....			C018				0	M.7.d.
e. Postage .....			8403				0	M.7.e.
f. Legal fees and expenses .....			4141				496000	M.7.f.
g. FDIC deposit insurance assessments.....			4146					M.7.g.
h. Accounting and auditing expenses.....			F556				0	M.7.h.
i. Consulting and advisory expenses.....			F557				0	M.7.i.
j. Automated teller machine (ATM) and interchange expenses.....			F558				0	M.7.j.
k. Telecommunications expenses .....			F559				0	M.7.k.
l. TEXT PROFESSIONAL FEES	8565							
			8565				208000	M.7.l.
m. TEXT INTERCOMPANY EXPENSE ALLOCATION	8566							
			8566				1196000	M.7.m.
n. TEXT TRAVEL AND ENTERTAINMENT	8567							
			8567				96000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):								
a. (1) TEXT	3571							
			3571				0	M.8.a.(1)
(2) Applicable income tax effect .....		BHCK	3572				0	M.8.a.(2)
b. (1) TEXT	3573							
			3573				0	M.8.b.(1)
(2) Applicable income tax effect .....		BHCK	3574				0	M.8.b.(2)
c. (1) TEXT	3575							
			3575				0	M.8.c.(1)
(2) Applicable income tax effect .....		BHCK	3576				0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)								
Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:								
a. Interest rate exposures.....			8757				-1002000	M.9.a.
b. Foreign exchange exposures .....			8758				180000	M.9.b.
c. Equity security and index exposures.....			8759				24000	M.9.c.
d. Commodity and other exposures .....			8760				332000	M.9.d.
e. Credit exposures .....			F186				155000	M.9.e.

## Schedule HI—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></b>					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above) .....	K090			0	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094			0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading .....	C889			0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890			0	M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251			0	M.11.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .....	8431			246000	M.12.a.
b. (1) Premiums on insurance related to the extension of credit .....	C242			0	M.12.b.(1)
(2) All other insurance premiums .....	C243			0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities .....	B983			0	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no) .....	BHCK				
	A530			0	M.13.
Dollar Amounts in Thousands		BHCK			
<b>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</b>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets .....	F551			716000	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk .....	F552			716000	M.14.a.(1)
b. Net gains (losses) on liabilities .....	F553			-276000	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk .....	F554			-276000	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....	C409			264000	M.15.
<b>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</b>					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)) .....	F228			0	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319			4000	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	J320			0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b) .....	J321			4000	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

**Schedule HI-A—Changes in Bank Holding Company Equity Capital**

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		395	5000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		395	5000	3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	4340		584	000	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross .....	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock .....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	3579		0		6.a.
b. Conversion or retirement of common stock .....	3580		152	000	6.b.
7. Sale of treasury stock.....	4782		0		7.
8. LESS: Purchase of treasury stock .....	4783		0		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		0		10.
11. LESS: Cash dividends declared on common stock .....	4460		0		11.
12. Other comprehensive income <sup>1</sup> .....	B511		-132	000	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company .....	4591		0		13.
14. Other adjustments to equity capital (not included above) .....	3581		0		14.
	bhct				
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC ) .....	3210		455	9000	15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other post retirement plan related changes other than net periodic benefit cost.



## Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	BHCK				BHCK			
Dollar Amounts in Thousands								
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans .....	C891		0		C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893		0		C894		0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411		0		5412		0	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens .....	C234		5000		C217		0	1.c.(2)(a)
(b) Secured by junior liens .....	C235		0		C218		0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0		3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895		0		C896		0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897		15000		C898		0	1.e.(2)
f. In foreign offices .....	B512		0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions .....	4653		0		4663		0	2.a.
b. To foreign banks .....	4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	4655		0		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile) .....	4645		10000		4617		2000	4.a.
b. To non-U.S. addressees (domicile) .....	4646		0		4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards .....	B514		0		B515		0	5.a.
b. <b>Automobile loans</b> .....	K129		0		K133		0	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K205		0		K206		0	5.c.
6. Loans to foreign governments and official institutions .....	4643		0		4627		0	6.
7. All other loans .....	4644		28000		4628		1000	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures .....	F185		0		F187		0	8.a.
b. All other leases .....	C880		0		F188		0	8.b.
9. Total (sum of items 1 through 8).....	4635		58000		4605		3000	9.

1. Include write-downs arising from transfers to a held-for-sale account.

**Schedule HI-B—Continued**

## MEMORANDA

MEMORANDA

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			0	4662			0

M.1.

M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).	Calendar year-to-date			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses) .....	C388			0
				M.3.

Dollar Amounts in Thousands				BHCK			
<b>II. Changes in allowance for loan and lease losses</b>							
1. Balance <b>most recently</b> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			154000			1.
	bhct						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			3000			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK						
	C079			58000			3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0			4.
	bhct						
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			20000			5.
	BHCK						
6. Adjustments (see instructions for this schedule).....	C233			-2000			6.
	bhct						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	3123			117000			7.

1. Include write-downs arising from transfers to a held-for-sale account.



**Schedule HI-B—Continued**

## MEMORANDA

	Dollar Amounts in Thousands	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435				0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389				0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390				0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781				0	M.4.

**Notes to the Income Statement—Predecessor Financial Items**

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amount in Thousands	BHBC				
1. Total interest income .....	4107					1.
a. Interest income on loans and leases.....	4094					1.a.
b. Interest income on investment securities .....	4218					1.b.
2. Total interest expense .....	4073					2.
a. Interest expense on deposits .....	4421					2.a.
3. Net interest income .....	4074					3.
4. Provision for loan and lease losses.....	4230					4.
5. Total noninterest income .....	4079					5.
a. Income from fiduciary activities .....	4070					5.a.
b. Trading revenue .....	A220					5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490					5.c.
d. Venture capital revenue.....	B491					5.d.
e. Net securitization income .....	B493					5.e.
f. Insurance commissions and fees.....	B494					5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	4091					6.
7. Total noninterest expense .....	4093					7.
a. Salaries and employee benefits .....	4135					7.a.
b. Goodwill impairment losses.....	C216					7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301					8.
9. Applicable income taxes .....	4302					9.
10. Noncontrolling (minority) interest .....	4484					10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest.....	4320					11.
12. Net income (loss) .....	4340					12.
13. Cash dividends declared.....	4475					13.
14. Net charge-offs.....	6061					14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	4519					15.

## Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

### Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

## Notes to the Income Statement—Other

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351						
			5351			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK			
11.	B047					
			B047			0
12.	B048					
			B048			0
13.	B049					
			B049			0
14.	B050					
			B050			0
15.	B051					
			B051			0
16.	B052					
			B052			0
17.	B053					
			B053			0
18.	B054					
			B054			0
19.	B055					
			B055			0
20.	B056					
			B056			0

Name of Bank Holding Company \_\_\_\_\_

**Consolidated Financial Statements for Bank Holding Companies**Report at the close of business 20110930**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081		1757000		1.a.
b. Interest-bearing balances: <sup>2</sup>					
(1) In U.S. offices.....	0395		54420000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	0397		7956000		1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A) .....	1754		0		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		1996000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices .....	BHDM	B987	0		3.a.
b. Securities purchased under agreements to resell <sup>3</sup> .....	BHCK	B989	165027000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....	5369		0		4.a.
b. Loans and leases, net of unearned income .....	B528		32425000		4.b.
c. LESS: Allowance for loan and lease losses .....	3123		117000		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529		32308000		4.d.
5. Trading assets (from Schedule HC-D) .....	3545		89920000		5.
6. Premises and fixed assets (including capitalized leases) .....	2145		1153000		6.
7. Other real estate owned (from Schedule HC-M).....	2150		156000		7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130		0		8.
9. Direct and indirect investments in real estate ventures.....	3656		0		9.
10. Intangible assets:					
a. Goodwill.....	3163		4105000		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		1585000		10.b.
11. Other assets (from Schedule HC-F).....	2160		20264000		11.
12. Total assets (sum of items 1 through 11) .....	2170		380647000		12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

## Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		12192000	13.a.(1)	
(2) Interest-bearing .....	6636		6221000	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	6631	BHFN	179000	13.b.(1)	
(2) Interest-bearing .....	6636		4363000	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices <sup>2</sup> .....					
	B993		4728000	14.a.	
b. Securities sold under agreements to repurchase <sup>3</sup> .....					
	B995		182415000	14.b.	
15. Trading liabilities (from Schedule HC-D) .....	3548		38486000	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3190		98210000	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		323000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699		0	19.b.	
20. Other liabilities (from Schedule HC-G) .....	2750		28654000	20.	
21. Total liabilities (sum of items 13 through 20) .....	2948		375771000	21.	
22. Not applicable					
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus .....	3283		0	23.	
24. Common stock (par value) .....	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock) .....	3240		12623000	25.	
26. a. Retained earnings .....	3247		-7582000	26.a.	
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		-482000	26.b.	
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	3210		4559000	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000		317000	27.b.	
28. Total equity capital (sum of items 27.a and 27.b) .....	G105		4876000	28.	
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300		380647000	29.	

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

BHCK	
C884	

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) .....

2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.<sup>7</sup>
- M.1.

a.	b.
(1) Name of External Auditing Firm (TEXT C703)	(1) Name of Engagement Partner (TEXT C704)
(2) City (TEXT C708)	(2) E-mail Address (TEXT C705)
(3) State Abbrev. (TEXT C714)	(4) Zip Code (TEXT C715)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities .....	0211			0	0213			0	1286			128000	1287			128000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			583000	1298			583000	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496			0	8497			0	8498			5000	8499			6000	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			6000	G303			6000	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			0	G307			0	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			0	G311			0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) <b>Issued or guaranteed by U.S. Government agencies or             sponsored agencies<sup>3</sup></b> .....	G312			0	G313			0	G314			0	G315			0	4.b.(1)
(2) <b>Collateralized by MBS issued or guaranteed by U.S.             Government agencies or sponsored agencies<sup>3</sup></b> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities .....	G320			0	G321			0	G322			4000	G323			4000	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) <b>Issued or guaranteed by FNMA, FHLMC, or GNMA</b> .....	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) <b>Other pass-through securities</b> .....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) <b>Issued or guaranteed by U.S. Government agencies                 or sponsored agencies<sup>3</sup></b> .....	K150			0	K151			0	K152			0	K153			0	4.c.(2)(a)
(b) <b>All other commercial MBS</b> .....	K154			0	K155			0	K156			0	K157			0	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. **U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).**



## Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale			
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value	
	BHCK		BHCK		BHCK		BHCK	
5. Asset-backed securities and structured financial products:								
a. Asset-backed Securities (ABS) .....	C026	0	C988	0	C989	102000	C027	85000
b. Structured financial products:								
(1) Cash .....	G336	0	G337	0	G338	0	G339	0
(2) Synthetic .....	G340	0	G341	0	G342	0	G343	0
(3) Hybrid .....	G344	0	G345	0	G346	0	G347	0
6. Other debt securities:								
a. Other domestic debt securities .....	1737	0	1738	0	1739	1029000	1741	1031000
b. Foreign debt securities .....	1742	0	1743	0	1744	28000	1746	28000
7. Investments in mutual funds and other equity securities with readily determinable fair values .....					A510	100000	A511	125000
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	bhct						bhct	
	1754	0	1771	0	1772	1985000	1773	1996000

## MEMORANDA

Dollar Amounts in Thousands			
1. Pledged securities <sup>1</sup> .....	0416	1471000	M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less .....	0383	1318000	M.2.a.
b. Over 1 year to 5 years .....	0384	523000	M.2.b.
c. Over 5 years .....	0387	30000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) .....	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost .....	8782	0	M.4.a.
b. Fair value .....	8783	0	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.  
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.  
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

## Schedule HC-B—Continued

## MEMORANDA—Continued

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. <sup>1</sup>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			0	B845			0	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans .....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans .....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other .....	B858			0	B859			0	B860			102000	B861			85000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions .....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts ..	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans .....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets .....	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

**Schedule HC-C—Loans and Lease Financing Receivables**

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate .....	1410		7529000						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		2000		1.a.(2)
b. Secured by farmland .....					BHDM				
c. Secured by 1–4 family residential properties:					1420		0		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797		118000		1.c.(1)
(a) Secured by first liens .....									
(b) Secured by junior liens .....					5367		3964000		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties .....					5368		0		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460		712000		1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....									
(2) Loans secured by other nonfarm nonresidential properties.....					BHCK				
2. Loans to depository institutions and acceptances of other banks .....					F160		0		1.e.(1)
a. To U.S. banks and other U.S. depository institutions .....					F161		2717000		1.e.(2)
b. To foreign banks .....					BHDM				
3. Loans to finance agricultural production and other loans to farmers .....					1288		11512000		2.
4. Commercial and industrial loans .....	1292		0						2.a.
a. To U.S. addressees (domicile) .....	1296		11515000						2.b.
b. To non-U.S. addressees (domicile) .....	1590		0		1590		0		3.
5. Not applicable .....					1766		3735000		4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....	1763		3715000						4.a.
a. Credit cards .....	1764		24000						4.b.
b. Other revolving credit plans.....									
c. <b>Automobile loans</b> .....									
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....					1975		1182000		6.
7. Loans to foreign governments and official institutions (including foreign central banks).....	B538		0						6.a.
8. Not applicable .....	B539		0						6.b.
9. Loans to nondepository financial institutions and other loans:	K137		0						6.c.
a. Loans to nondepository financial institutions.....									
b. Other loans	K207		1183000						6.d.
(1) Loans for purchasing or carrying securities (secured or unsecured).....									
(2) All other loans (exclude consumer loans).....	2081		1000		2081		1000		7.
10. Lease financing receivables (net of unearned income).....									
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	J454		696000		J454		696000		9.a.
b. All other leases.....									
11. LESS: Any unearned income on loans reflected in items 1–9 above .....	1545		2247000		1545		2247000		9.b.(1)
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	J451		5515000		J451		5471000		9.b.(2)
					2165		0		10.
	F162		0						10.a.
	F163		0						10.b.
	2123		0		2123		0		11.
	2122		32425000		2122		32357000		12.

## Schedule HC-C—Continued

## MEMORANDA

Dollar Amounts in Thousands

	BHDM				
<b>1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):</b>					
<b>a. Construction, land development, and other land loans in domestic offices:</b>					
(1) 1–4 family residential construction loans .....	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans .....	K159			0	M.1.a.(2)
<b>b. Loans secured by 1–4 family residential properties in domestic offices .....</b>	F576			0	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices .....</b>	K160			0	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K162			0	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>	BHCK				
(1) To U.S. addressees (domicile) .....	K163			0	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	K164			0	M.1.e.(2)
<b>f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....</b>	K165			30000	M.1.f.
<b>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</b>	BHDM				
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)
	BHCK				
(2) Loans to depository institutions and acceptances of other banks .....	K167			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	K168			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	K098			0	M.1.f.(4)(a)
(b) Automobile loans .....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267			30000	M.1.f.(6)
<b>2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above .....</b>	2746			430000	M.2.
<b>3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....</b>	B837			16000	M.3.
<b>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)</b>					
<b>4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....</b>	C391			0	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>					
<b>5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):</b>					
a. Outstanding balance .....	C779			1691000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	C780			961000	M.5.b.
<b>6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:</b>					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) .....	F230			0	M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2010</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>		F231			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....					
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....		F232			
7.–8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).		BHDM			
		F577		71000	

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCK				BHDM			
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>									
10. Loans measured at fair value:									
a. Loans secured by real estate .....		F608		130000					
(1) Construction, land development, and other land loans .....						F578		0	
(2) Secured by farmland (including farm residential and other improvements) .....						F579		0	
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....						F580		0	
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens .....						F581		0	
(ii) Secured by junior liens .....						F582		0	
(4) Secured by multifamily (5 or more) residential properties .....						F583		0	
(5) Secured by nonfarm nonresidential properties .....						F584		130000	
b. Commercial and industrial loans .....		F585		328000		F585		328000	
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards .....		F586		0		F586		0	
(2) Other revolving credit plans .....		F587		0		F587		0	
(3) <b>Automobile loans</b> .....		K196		0		K196		0	
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....		K208		0		K208		0	
d. Other loans .....		F589		44000		F589		44000	

## Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate .....	F609		139000					
(1) Construction, land development, and other land loans.....					F590		0	M.11.a.
(2) Secured by farmland (including farm residential and other improvements) .....					F591		0	M.11.a.(1)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....					F592		0	M.11.a.(2)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		0	M.11.a.(3)(a)
(ii) Secured by junior liens.....					F594		0	M.11.a.(3)(b)(i)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(3)(b)(ii)
(5) Secured by nonfarm nonresidential properties .....					F596		139000	M.11.a.(4)
b. Commercial and industrial loans .....	F597		346000		F597		346000	M.11.a.(5)
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								M.11.b.
(1) Credit cards.....	F598		0		F598		0	
(2) Other revolving credit plans .....	F599		0		F599		0	M.11.c.(1)
(3) <b>Automobile loans</b> .....	K195		0		K195		0	M.11.c.(2)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K209		0		K209		0	M.11.c.(3)
d. Other loans .....	F601		45000		F601		45000	M.11.c.(4)
								M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate .....	G091		0		G092		0		G093		0	M.12.a.
b. Commercial and industrial loans .....	G094		0		G095		0		G096		0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures .....	G097		0		G098		0		G099		0	M.12.c.
d. All other loans and all leases .....	G100		0		G101		0		G102		0	M.12.d.

Dollar Amounts in Thousands									
13. Not applicable									
14. Pledged loans and leases .....	G378		2693000						

## Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCM			BHCK		
<b>ASSETS</b>						
1. U.S. Treasury securities .....	3531	14582000		3531	14582000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) .....	3532	5225000		3532	5225000	2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533	1612000		3533	1612000	3.
4. Mortgage-backed securities (MBS):						
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK			BHDM		
b. <b>Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup> (include CMOs, REMICs, and stripped MBS)</b> .....	G379	21911000		G379	21911000	4.a.
c. All other residential mortgage-backed securities .....	G380	7164000		G380	7164000	4.b.
d. <b>Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup></b> .....	G381	1756000		G381	1756000	4.c.
e. <b>All other commercial MBS</b> .....	K197	489000		K197	489000	4.d.
5. Other debt securities	K198	1634000		K198	1634000	4.e.
a. Structured financial products:						
(1) Cash .....	G383	1323000		G383	1323000	5.a.(1)
(2) Synthetic .....	G384	0		G384	0	5.a.(2)
(3) Hybrid .....	G385	14000		G385	14000	5.a.(3)
b. All other debt securities .....	G386	14562000		G386	14192000	5.b.
6. Loans:						
a. Loans secured by real estate .....	F610	2442000				6.a.
(1) Construction, land development, and other land loans .....				F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....				F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....				F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens .....				F607	653000	6.a.(3)(b)(i)
(ii) Secured by junior liens .....				F611	36000	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....				F612	89000	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....				F613	1664000	6.a.(5)
b. Commercial and industrial loans .....	F614	373000		F614	371000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards .....	F615	0		F615	0	6.c.(1)
(2) Other revolving credit plans .....	F616	0		F616	0	6.c.(2)
(3) <b>Automobile loans</b> .....	K199	0		K199	0	6.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K210	0		K210	0	6.c.(4)
d. Other loans .....	F618	971000		F618	819000	6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).



## Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
7.–8. Not applicable							
	BHCM			BHCK			
9. Other trading assets.....	3541		5426000	3541		5311000	9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543		10436000	3543		8854000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		89920000	3545		87699000	12.
	BHCK			BHDM			
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities.....	G209		3806000	G209		3737000	13.a.(1)
(2) Debt securities.....	G210		27287000	G210		27100000	13.a.(2)
(3) All other assets.....	G211		0	G211		0	13.a.(3)
b. All other trading liabilities.....	F624		0	F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		7393000	3547		6057000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548		38486000	3548		36894000	15.

## MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.):							
a. Loans secured by real estate.....	F790		3536000				M.1.a.
(1) Construction, land development, and other land loans.....				F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit.....				F627		3000	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F628		1176000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629		459000	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F630		137000	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties.....				F631		1760000	M.1.a.(5)
b. Commercial and industrial loans.....	F632		500000	F632		497000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans.....	F634		0	F634		0	M.1.c.(2)
(3) <b>Automobile loans</b> .....	K200		0	K200		0	M.1.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K211		0	K211		0	M.1.c.(4)
d. Other loans.....	F636		1069000	F636		917000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value.....	F639		126000	F639		124000	M.2.a.
b. Unpaid principal balance.....	F640		804000	F640		801000	M.2.b.

**Schedule HC-D—Continued**

MEMORANDA (continued)

MEMORANDUM (continued)

	(Column A) Consolidated				(Column B) Domestic Offices			
Dollar Amounts in Thousands	BHCK				BHDM			
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):								
a. Trust preferred securities issued by financial institutions .....	G299		232000		G299		232000	M.3.a.
b. Trust preferred securities issued by real estate investment trusts .....	G332		612000		G332		612000	M.3.b.
c. Corporate and similar loans .....	G333		428000		G333		428000	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0		G334		0	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335		0		G335		0	M.3.e.
f. Diversified (mixed) pools of structured financial products .....	G651		14000		G651		14000	M.3.f.
g. Other collateral or reference assets .....	G652		51000		G652		51000	M.3.g.
4. Pledged trading assets:								
a. Pledged securities .....	G387		73112000		G387		72882000	M.4.a.
b. Pledged loans.....	G388		744000		G388		744000	M.4.b.

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>					
5. Asset-backed securities:					
a. Credit card receivables .....	F643			0	M.5.a.
b. Home equity lines .....	F644			0	M.5.b.
c. Automobile loans .....	F645			0	M.5.c.
d. Other consumer loans .....	F646			677000	M.5.d.
e. Commercial and industrial loans .....	F647			344000	M.5.e.
f. Other .....	F648			2062000	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	F651			0	M.6.
7. Equity securities:					
a. Readily determinable fair values .....	F652			0	M.7.a.
b. Other .....	F653			0	M.7.b.
8. Loans pending securitization .....	F654			1836000	M.8.
9. a. (1) Gross fair value of commodity contracts .....	G212			616000	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory .....	G213			0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):					
(1) BHTX F655 CORPORATE STOCK	F655			5416000	M.9.b.(1)
(2) BHTX F656	F656			0	M.9.b.(2)
(3) BHTX F657	F657			0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25% of the item)					
a. BHTX F658	F658			0	M.10.a.
b. BHTX F659	F659			0	M.10.b.
c. BHTX F660	F660			0	M.10.c.

**Schedule HC-E—Deposit Liabilities<sup>1</sup>**

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. <b>Noninterest-bearing balances<sup>2</sup></b> .....	2210		12230000		1.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3187		91000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		5798000		1.c.
d. Time deposits of less than \$100,000.....	6648		0		1.d.
e. Time deposits of \$100,000 or more.....	2604		294000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	BHOD				
	3189		0		2.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3187		0		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more.....	2604		0		2.e.

**MEMORANDA**

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243		0		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242		262000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		0		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).  
2. **Includes noninterest-bearing demand, time, and savings deposits.**

**Schedule HC-F—Other Assets**

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		763000		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		4378000		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage loans.....	A519		0		3.a.
b. Other financial assets.....	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752		597000		4.
5. Life insurance assets:					
a. <b>General account life insurance assets</b> .....	K201		0		5.a.
b. <b>Separate account life insurance assets</b> .....	K202		0		5.b.
c. <b>Hybrid account life insurance assets</b> .....	K270		0		5.c.
6. Other .....	2168		14526000		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		20264000		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.  
2. See discussion of deferred income taxes in Glossary entry on "income taxes."  
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.  
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

**Schedule HC-G—Other Liabilities**

	Dollar Amounts in Thousands				
1. Not applicable					
2. Net deferred tax liabilities <sup>1</sup> .....	3049			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures .....	B557			26000	3.
4. Other .....	B984			28628000	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750			28654000	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

**Schedule HC-H—Interest Sensitivity<sup>1</sup>**

	Dollar Amounts in Thousands				
1. Earning assets that are repriceable within one year or mature within one year .....	3197			244725000	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet .....	3296			262000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	3298			4953000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408			0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409			150000	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

**Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)**

Schedule HC-I must be completed by all top-tier bank holding companies.  
(See instructions for additional information.)

**I. Property and Casualty Underwriting**

	Dollar Amounts in Thousands				
	BHCK				
<b>ASSETS</b>					
1. Reinsurance recoverables .....	B988			0	1.
2. Total assets .....	C244			24000	2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves .....	B990			0	3.
4. Unearned premiums .....	B991			4000	4.
5. Total equity .....	C245			1000	5.
6. Net income .....	C246			0	6.

**II. Life and Health Underwriting**

	BHCK				
<b>ASSETS</b>					
1. Reinsurance recoverables .....	C247			0	1.
2. Separate account assets .....	B992			0	2.
3. Total assets .....	C248			0	3.
<b>LIABILITIES</b>					
4. Policyholder benefits and contractholder funds .....	B994			0	4.
5. Separate account liabilities .....	B996			0	5.
6. Total equity .....	C249			0	6.
7. Net income .....	C250			0	7.

**Schedule HC-K—Quarterly Averages**

Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		1240000	1.a.	
b. Mortgage-backed securities .....	B559		6000	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		922000	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		199920000	2.	
3. a. Total loans and leases in domestic offices .....	BHDM				
(1) Loans secured by 1–4 family residential properties .....	3516		51556000	3.a.	
(2) All other loans secured by real estate .....	3465		4135000	3.a.(1)	
(3) Loans to finance agricultural production and other loans to farmers .....	3466		2356000	3.a.(2)	
(4) Commercial and industrial loans .....	3386		0	3.a.(3)	
(5) Loans to individuals for household, family, and other personal expenditures:	3387		4060000	3.a.(4)	
(a) Credit cards .....	B561		0	3.a.(5)(a)	
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B562		1286000	3.a.(5)(b)	
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	BHFN				
4. a. Trading assets .....	3360		40000	3.b.	
b. Other earning assets .....	BHCK				
5. Total consolidated assets .....	3401		99966000	4.a.	
	B985		62848000	4.b.	
	3368		483740000	5.	
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		9142000	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		3947000	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		237348000	8.	
9. All other borrowed money .....	2635		97045000	9.	
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		4814000	11.	

1. Includes interest-bearing demand deposits.

(Report only transactions with nonrelated institutions)

# Schedule HC-L—Derivatives and Off-Balance-Sheet Items

RSSD ID:

2816906

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines).	3814			0	1.a.
b. (1) Unused consumer credit card lines .....	J455			0	1.b.(1)
(2) Other unused credit card lines.....	J456			0	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	3816			281000	1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164			0	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165			281000	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550			872000	1.c.(2)
d. Securities underwriting.....	3817			0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	J457			10966000	1.e.(1)
(2) Loans to financial institutions.....	J458			1397000	1.e.(2)
(3) All other unused commitments .....	J459			11329000	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566			7454000	2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820			557000	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570			51000	3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822			46000	3.a.
4. Commercial and similar letters of credit.....	3411			5000	4.
5. Not applicable					
6. Securities lent .....	3433			17519000	6.

	(Column A) Sold Protection				(Column B) Purchased Protection				
7. Credit derivatives:	BHCK				BHCK				
a. Notional amounts:									
(1) Credit default swaps .....	C968			7477000	C969			10213000	7.a.(1)
(2) Total return swaps .....	C970			214000	C971			14713000	7.a.(2)
(3) Credit options .....	C972			0	C973			0	7.a.(3)
(4) Other credit derivatives.....	C974			0	C975			0	7.a.(4)
b. Gross fair values:									
(1) Gross positive fair value .....	C219			27000	C221			4134000	7.b.(1)
(2) Gross negative fair value.....	C220			2146000	C222			416000	7.b.(2)
c. Notional amounts by regulatory capital treatment:					BHCK				
(1) Positions covered under the Market Risk Rule:									
(a) Sold protection .....	G401				7691000				7.c.(1)(a)
(b) Purchased protection .....	G402				24926000				7.c.(1)(b)
(2) All other positions:									
(a) Sold protection .....	G403				0				7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	G404				0				7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	G405				0				7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.



(Report only transactions with nonrelated institutions)

## Schedule HC-L—Continued

		Remaining Maturity of:												
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				
7. d. Notional amounts by remaining maturity:														
(1) Sold credit protection:														
(a) Investment grade .....		G406		474000		G407		2808000		G408		3473000	7.d.(1)(a)	
(b) Subinvestment grade .....		G409		0		G410		734000		G411		202000	7.d.(1)(b)	
(2) Purchased credit protection:														
(a) Investment grade .....		G412		4870000		G413		3376000		G414		14239000	7.d.(2)(a)	
(b) Subinvestment grade.....		G415		10000		G416		1028000		G417		1403000	7.d.(2)(b)	
8. Spot foreign exchange contracts.....														
		BHCK				BHCK				BHCK				
		8765		2265000										8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....														
		3430		33591000										9.
a. Securities borrowed.....		3432		18142000										9.a.
b. Commitments to purchase when-issued securities .....		3434		0										9.b.
c. Commitments to sell when-issued securities .....		3435		0										9.c.
d.	TEXT 6561 FORWARD DATED REPO	6561		15448000										9.d.
e.	TEXT 6562	6562		0										9.e.
f.	TEXT 6568	6568		0										9.f.
g.	TEXT 6586	6586		0										9.g.
10. Not applicable														

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 81303000	BHCK 8694 0	BHCK 8695 3664000	BHCK 8696 34000	11.a.
b. Forward contracts.....	BHCK 8697 484204000	BHCK 8698 10258000	BHCK 8699 211000	BHCK 8700 8754000	11.b.
c. Exchange-traded option contracts:					
(1) Written options .....	BHCK 8701 814000	BHCK 8702 0	BHCK 8703 56051000	BHCK 8704 0	11.c.(1)
(2) Purchased options .....	BHCK 8705 804000	BHCK 8706 0	BHCK 8707 61117000	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options .....	BHCK 8709 15313000	BHCK 8710 14000	BHCK 8711 620000	BHCK 8712 3298000	11.d.(1)
(2) Purchased options .....	BHCK 8713 22765000	BHCK 8714 11000	BHCK 8715 609000	BHCK 8716 5068000	11.d.(2)
e. Swaps.....	BHCK 3450 110711000	BHCK 3826 8138000	BHCK 8719 702000	BHCK 8720 50565000	11.e.
12. Total gross notional amount of derivative contracts held for trading .....	BHCK A126 714585000	BHCK A127 18421000	BHCK 8723 122974000	BHCK 8724 67719000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725 1329000	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 5402000	BHCK 8734 859000	BHCK 8735 4345000	BHCK 8736 2945000	14.a.(1)
(2) Gross negative fair value .....	BHCK 8737 5227000	BHCK 8738 927000	BHCK 8739 3568000	BHCK 8740 2710000	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 42000	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value .....	BHCK 8745 557000	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

**Schedule HC-L—Continued**Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>1</sup>

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure .....	G418		1290000		G419			0	G420			0	G421			0	G422			41000
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423		1097000		G424			0	G425			0	G426			0	G427			52000
(2) Cash—Other currencies .....	G428		0		G429			0	G430			0	G431			0	G432			0
(3) U.S. Treasury securities .....	G433		0		G434			0	G435			0	G436			0	G437			0
(4) U.S. government agency and U.S. government-sponsored agency debt securities .....	G438		0		G439			0	G440			0	G441			0	G442			3000
(5) Corporate bonds .....	G443		0		G444			0	G445			0	G446			0	G447			0
(6) Equity securities .....	G448		0		G449			0	G450			0	G451			0	G452			92000
(7) All other collateral .....	G453		3000		G454			0	G455			0	G456			0	G457			5000
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....	G458		1100000		G459			0	G460			0	G461			0	G462			152000

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459		200		1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555		186000	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6556		22000	3.
4. Other assets acquired in satisfaction of debts previously contracted .....		6557		0	4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....		A288		29575000	5.
<b>6. Assets covered by loss-sharing agreements with the FDIC:</b>					
<b>a. Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>					
<b>(1) Loans secured by real estate in domestic offices:</b>					
<b>(a) Construction, land development, and other land loans:</b>					
<b>(1) 1–4 family residential construction loans.....</b>					
		K169		0	6.a.(1)(a)(1)
<b>(2) Other construction loans and all land development and other land loans .....</b>					
		K170		0	6.a.(1)(a)(2)
<b>(b) Secured by farmland .....</b>					
		K171		0	6.a.(1)(b)
<b>(c) Secured by 1–4 family residential properties:</b>					
<b>(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....</b>					
		K172		0	6.a.(1)(c)(1)
<b>(2) Closed-end loans secured by 1–4 family residential properties:</b>					
<b>(a) Secured by first liens.....</b>					
		K173		0	6.a.(1)(c)(2)(a)
<b>(b) Secured by junior liens .....</b>					
		K174		0	6.a.(1)(c)(2)(b)
<b>(d) Secured by multifamily (5 or more) residential properties.....</b>					
		K175		0	6.a.(1)(d)
<b>(e) Secured by nonfarm nonresidential properties:</b>					
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties .....</b>					
		K176		0	6.a.(1)(e)(1)
<b>(2) Loans secured by other nonfarm nonresidential properties .....</b>					
		K177		0	6.a.(1)(e)(2)
<b>(2) Loans to finance agricultural production and other loans to farmers.....</b>					
		K178		0	6.a.(2)
<b>(3) Commercial and industrial loans .....</b>					
		K179		0	6.a.(3)
<b>(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>					
<b>(a) Credit cards.....</b>					
		K180		0	6.a.(4)(a)
<b>(b) Automobile loans .....</b>					
		K181		0	6.a.(4)(b)
<b>(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....</b>					
		K182		0	6.a.(4)(c)
<b>(5) All other loans and leases.....</b>					
		K183		0	6.a.(5)
<b>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</b>					
<b>(a) Loans to depository institutions and acceptances of other banks .....</b>					
		K184		0	6.a.(5)(a)
<b>(b) Loans to foreign governments and official institutions .....</b>					
		K185		0	6.a.(5)(b)
<b>(c) Other loans<sup>1</sup> .....</b>					
		K186		0	6.a.(5)(c)
<b>(d) Lease financing receivables.....</b>					
		K273		0	6.a.(5)(d)
<b>b. Other real estate owned (included in Schedule HC, item 7):</b>					
<b>(1) Construction, land development, and other land in domestic offices.....</b>					
		K187		0	6.b.(1)
<b>(2) Farmland in domestic offices .....</b>					
		K188		0	6.b.(2)
<b>(3) 1–4 family residential properties in domestic offices .....</b>					
		K189		0	6.b.(3)
<b>(4) Multifamily (5 or more) residential properties in domestic offices .....</b>					
		K190		0	6.b.(4)
<b>(5) Nonfarm nonresidential properties in domestic offices .....</b>					
		K191		0	6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices .....		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....		BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....		K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....		J461			0	6.c.
7. Captive insurance and reinsurance subsidiaries:		J462			0	6.d.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....						
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....		K193			1000	7.a.
		K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....		BHCK				
		6416			1	11.
TEXT						
6428						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK				
a. Mortgage servicing assets .....		3164			0	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				0	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026			0	12.b.
c. All other identifiable intangible assets .....		5507			1585000	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		0426			1585000	12.d.
13. Other real estate owned .....		2150			156000	13.
14. Other borrowed money:		BHCK				
a. Commercial paper .....		2309			16424000	14.a.
b. Other borrowed money with a remaining maturity of one year or less .....		2332			67340000	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....		2333			14446000	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		3190			98210000	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		B569			1	15.
16. Assets under management in proprietary mutual funds and annuities .....		BHCK				
		B570			93850000	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

**Schedule HC-M—Continued**

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? **(Enter "1" for yes; enter "0" for no)**.....
- |      |   |
|------|---|
| BHCK |   |
| C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? **(Enter "1" for yes; enter "0" for no)**.....
- |      |   |
|------|---|
| BHCK |   |
| C159 | 1 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? **(Enter "1" for yes; enter "0" for no)**.....
- |      |  |
|------|--|
| BHCK |  |
| C700 |  |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? **(Enter "1" for yes; enter "0" for no)**.....
- |      |  |
|------|--|
| C701 |  |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

		Dollar Amounts in Thousands			
		BHCK			
20.	Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a.	Net assets .....	C252			0
b.	Balances due from related institutions:				
	(1) Due from the bank holding company (parent company only), gross.....	4832			0
	(2) Due from subsidiary banks of the bank holding company, gross.....	4833			0
	(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834			0
c.	Balances due to related institutions:				
	(1) Due to bank holding company (parent company only), gross.....	5041			0
	(2) Due to subsidiary banks of the bank holding company, gross.....	5043			0
	(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045			0
d.	Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047			0
21.	Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....	C253			24000

**Schedule HC-M—Continued**

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: [www.examplebhc.com/riskdisclosures](http://www.examplebhc.com/riskdisclosures))

TEXT  
C497

<http://> \_\_\_\_\_ 22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:

- |  | BHCK |  |        |   |
|--|------|--|--------|---|
| a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) ..... | F064 |  |        | 0 |
| b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) .....                          | F065 |  | 573000 |   |
- 23.a.
- 23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

- |   |      |  |  |   |
|---|------|--|--|---|
| a. Senior perpetual preferred stock or similar items .....  | G234 |  |  | 0 |
| b. Warrants to purchase common stock or similar items ..... | G235 |  |  | 0 |
- 24.a.
- 24.b.



## Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ...	F172			0	F174			0	F176			0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173			0	F175			0	F177			0	1.a.(2)
b. Secured by farmland in domestic offices.....	3493			0	3494			0	3495			0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398			0	5399			0	5400			0	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens .....	C236			0	C237			0	C229			170000	1.c.(2)(a)
(b) Secured by junior liens .....	C238			0	C239			0	C230			0	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499			17000	3500			0	3501			4000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties .....	F178			0	F180			0	F182			0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179			0	F181			0	F183			54000	1.e.(2)
f. In foreign offices .....	B572			0	B573			0	B574			16000	1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions .....	5377			0	5378			0	5379			0	2.a.
b. Foreign banks.....	5380			0	5381			0	5382			0	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	1594			0	1597			0	1583			0	3.
4. Commercial and industrial loans .....	1606			0	1607			5000	1608			47000	4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards .....	B575			0	B576			0	B577			0	5.a.
b. <b>Automobile loans</b> .....	K213			0	K214			0	K215			0	5.b.
c. <b>Other consumer loans (includes single         payment, installment, all student loans,         and revolving credit plans other than         credit cards)</b> .....													
	K216			1000	K217			0	K218			40000	5.c.
6. Loans to foreign governments and official institutions .....	5389			0	5390			0	5391			0	6.
7. All other loans .....	5459			8000	5460			1000	5461			147000	7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....	F166			0	F167			0	F168			0	8.a.
b. All other leases.....	F169			0	F170			0	F171			0	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....													9.
	3505			0	3506			0	3507			0	
10. TOTAL (sum of items 1 through 9).....	5524			26000	5525			6000	5526			478000	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....													11.
	K036			0	K037			0	K038			0	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....													11.a.
	K039			0	K040			0	K041			0	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													11.b.
	K042			0	K043			0	K044			0	
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				12.a.(1)(a)
	K045			0	K046			0	K047			0	
(b) Other construction loans and all land development and other land loans .....													12.a.(1)(b)
	K048			0	K049			0	K050			0	
(2) Secured by farmland .....	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties .....	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers.....	BHCK				BHCK				BHCK				12.b.
	K072			0	K073			0	K074			0	
c. Commercial and industrial loans.....	K075			0	K076			0	K077			0	12.c.

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards .....	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans .....	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans .....	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases .....	K087			0	K088			0	K089			0	12.e.
Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):													
(1) Loans to depository institutions and acceptances of other banks.....	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions .....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans <sup>1</sup> .....	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables .....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements .....	K102			0	K103			0	K104			0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## MEMORANDA

MEMORANDUM												
Dollar Amounts in Thousands												
	BHDM				BHDM				BHDM			
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans.....	K105			0	K106			0	K107			0
(2) Other construction loans and all land development and other land loans.....	K108			0	K109			0	K110			0
b. Loans secured by 1–4 family residential properties in domestic offices .....	BHCK				BHCK				BHCK			
	F661			0	F662			0	F663			59000
c. Secured by multifamily (5 or more) residential properties in domestic offices ...	BHDM				BHDM				BHDM			
	K111			0	K112			0	K113			0
d. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			0
(2) Loans secured by other nonfarm nonresidential properties.....	K117			0	K118			0	K119			25000

## Schedule HC-N—Continued

## MEMORANDA—Continued

MEMORANDUM—Continued												
Dollar Amounts in Thousands												

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands		BHCK				BHCK			
6. Derivative contracts:									
Fair value of amounts carried as assets .....		3529				3530			

M.6.

Dollar Amounts in Thousands		BHCK			
7. Additions to nonaccrual assets during the quarter .....		C410		61000	M.7.
8. Nonaccrual assets sold during the quarter .....		C411		0	M.8.

## Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale **or trading** in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	F066			0	1.a.
b. Closed-end junior liens.....	F067			0	1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F670			0	1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671			0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	F068			0	2.a.
b. Closed-end junior liens.....	F069			0	2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F672			0	2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673			0	2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070			21000	3.a.
b. Closed-end junior liens.....	F071			0	3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F674			0	3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675			0	3.c.(2)
4. 1-4 family residential mortgages held for sale <b>or trading</b> at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens.....	F072			653000	4.a.
b. Closed-end junior liens.....	F073			36000	4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F676			6000	4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677			3000	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans.....	F184			-19000	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	F560			0	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678			0	6.a.
b. Closed-end junior liens.....	F679			1000	6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit.....	F680			0	6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681			0	6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

**Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Schedule HC-Q is to be completed by all bank holding companies.

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands						BHCK				BHCK				BHCK				BHCK			
<b>ASSETS</b>		bhcy																			
1. Available-for-sale securities .....	1773		1996000	G474			0	G475		36000	G476		1792000	G477		168000					1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																				2.
3. Loans and leases held for sale .....	G478		93124000	G479		29575000	G480		0	G481		122699000	G482		0						3.
4. Loans and leases held for investment .....	G483		0	G484		0	G485		0	G486		0	G487		0						4.
5. Trading assets:	G488		503000	G489		0	G490		0	G491		213000	G492		290000						
a. Derivative assets .....	bhct																				
b. Other trading assets .....	3543		10436000	G493		4943000	G494		4409000	G495		9089000	G496		1881000						5.a.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	BHCK																				5.b.
6. All other assets .....	G497		79484000	G498		0	G499		18243000	G500		54795000	G501		6446000						
7. Total assets measured at fair value on a recurring basis .....																					
	F240		0	F684		0	F692		0	F241		0	F242		0						5.b.(1)
	G391		226000	G392		0	G395		8000	G396		57000	G804		161000						6.
	G502		185769000	G503		34518000	G504		22696000	G505		188645000	G506		8946000						7.
<b>LIABILITIES</b>																					
8. Deposits .....	F252		0	F686		0	F694		0	F253		0	F254		0						8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507		79708000	G508		29575000	G509		0	G510		109283000	G511		0						9.
10. Trading liabilities:	bhct																				
a. Derivative liabilities .....	3547		7393000	G512		4299000	G513		3920000	G514		7759000	G515		13000						10.a.
b. Other trading liabilities .....	BHCK																				
11. Other borrowed money .....	G516		31093000	G517		0	G518		23955000	G519		7107000	G520		31000						10.b.
12. Subordinated notes and debentures .....	G521		827000	G522		0	G523		0	G524		827000	G525		0						11.
13. All other liabilities .....	G526		0	G527		0	G528		0	G529		0	G530		0						12.
14. Total liabilities measured at fair value on a recurring basis .....	G805		917000	G806		0	G807		0	G808		433000	G809		484000						13.
	G531		119938000	G532		33874000	G533		27875000	G534		125409000	G535		528000						14.

## Schedule HC-Q—Continued

					(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements																													
Dollar Amounts in Thousands					BHCK				BHCK				BHCK				BHCK																					
<b>Memoranda</b>  1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):  a. Mortgage servicing assets..... b. Nontrading derivative assets..... c. <table><tr><td>BHTX G546</td><td>INVESTMENT IN UNCONSOLIDATED</td></tr><tr><td>BHTX G551</td><td>SUBSIDIARIES</td></tr></table> d. <table><tr><td>BHTX G556</td><td></td></tr></table> e. <table><tr><td>BHTX G561</td><td></td></tr></table> f. <table><tr><td>BHTX G561</td><td></td></tr></table>  2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):  a. Loan commitments (not accounted for as derivatives)..... b. Nontrading derivative liabilities..... c. <table><tr><td>BHTX G571</td><td></td></tr></table> d. <table><tr><td>BHTX G576</td><td></td></tr></table> e. <table><tr><td>BHTX G581</td><td></td></tr></table> f. <table><tr><td>BHTX G586</td><td></td></tr></table>					BHTX G546	INVESTMENT IN UNCONSOLIDATED	BHTX G551	SUBSIDIARIES	BHTX G556		BHTX G561		BHTX G561		BHTX G571		BHTX G576		BHTX G581		BHTX G586																	
					BHTX G546	INVESTMENT IN UNCONSOLIDATED																																
					BHTX G551	SUBSIDIARIES																																
					BHTX G556																																	
					BHTX G561																																	
					BHTX G561																																	
					BHTX G571																																	
					BHTX G576																																	
					BHTX G581																																	
					BHTX G586																																	
G536						0	G537						0	G538						0	G539						0	G540						0				
G541						0	G542						0	G543						0	G544						0	G545						0				
G546						162000	G547						0	G548						1000	G549						0	G550						161000				
G551						0	G552						0	G553						0	G554						0	G555						0				
G556						0	G557						0	G558						0	G559						0	G560						0				
G561						0	G562						0	G563						0	G564						0	G565						0				
F261						359000	F689						0	F697						0	F262						0	F263						359000				
G566						0	G567						0	G568						0	G569						0	G570						0				
G571						0	G572						0	G573						0	G574						0	G575						0				
G576						0	G577						0	G578						0	G579						0	G580						0				
G581						0	G582						0	G583						0	G584						0	G585						0				
G586						0	G587						0	G588						0	G589						0	G590						0				

M.1.a.

M.1.b.

M.1.c.

M.1.d.

M.1.e.

M.1.f.

M.2.a.

M.2.b.

M.2.c.

M.2.d.

M.2.e.

M.2.f.



# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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2816906

Dollar Amounts in Thousands		BHCK				2816
Tier 1 capital						
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		4559000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK					
	8434		-10000			2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value)	A221		22000			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-573000			4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0			5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		197000			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup>	G215		0			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		0			6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		5690000			7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		0			7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227		-373000			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		0			9.a.
b. LESS: Disallowed deferred tax assets	5610		4378000			9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-404000			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		-5155000			11.
Tier 2 capital						
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		0			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218		0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		143000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		11000			15.
16. Other Tier 2 capital components	B594		0			16.
17. Tier 2 capital (sum of items 12 through 16)	5311		154000			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		0			18.
19. Tier 3 capital allocated for market risk	1395		0			19.
20. LESS: Deductions for total risk-based capital	B595		0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		-5155000			21.
Total assets for leverage ratio		bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368		483740000			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		5690000			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		0			24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		4378000			25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK					
	B596		404000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		473268000			27.
28.–30. Not applicable						
		BHCK	Percentage			
Capital ratios						
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		-1.09	%		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		-5.64	%		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		-5.64	%		33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.



## Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			(Column C)	(Column D)	(Column E)	(Column F)									
								Allocation by Risk Weight Category												
								0%			20%			50%			100%			
Dollar Amounts in Thousands																				
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	7454000			1.00 or 12.5 <sup>2</sup>	7454000			0			617000			0			6837000			44.
45. Performance standby letters of credit .....	bhct 6570																			
	51000			.50	25500			0			0			0			25500			45.
46. Commercial and similar letters of credit .....	bhct 3411																			
	5000			.20	1000			0			1000			0			0			46.
47. Risk participations in bankers acceptances acquired by the reporting institution .....																				
	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	bhct 3433																			
48. Securities lent.....	17519000			1.00	17519000			0			10151000			0			7368000			48.
49. Retained recourse on small business obligations sold with recourse .....	bhct A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																				
	BHCK B541																			
	0			12.5 <sup>3</sup>	0												0			50.
51. All other financial assets sold with recourse .....	BHCK B675																			
	0			1.00	0			0			0			0			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	0			1.00	0			0			0			0			0			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	9954000			.50	4977000			0			32000			0			4945000			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits .....																				
	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts.....					BHCE A167															
					20412000			2000			12501000			7909000						54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

## Schedule HC-R—Continued

			(Column C)	(Column D)	(Column E)	(Column F)	
			Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands							
<b>Totals</b>							
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....			BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
			179902000	87822000	12361000	54339500	
56. Risk weight factor.....			× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....			BHCK B700	BHCK B701	BHCK B702	BHCK B703	
			0	17564400	6180500	54339500	57.
58. Market risk equivalent assets.....						BHCK 1651	
						13379000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....						BHCK B704	
						91463400	59.
60. LESS: Excess allowance for loan and lease losses.....						BHCK A222	
						0	60.
61. LESS: Allocated transfer risk reserve.....						BHCK 3128	
						0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61).....						BHCK A223	
						91463400	62.

## Schedule HC-R—Continued

## MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK									
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		10723000	M.1.						
With a remaining maturity of																			
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years									
Dollar Amounts in Thousands					BHCK					BHCK					BHCK				
2. Notional principal amounts of derivative contracts: <sup>1</sup>																			
a. Interest rate contracts.....					3809		517204000	8766		48566000	8767		51910000	M.2.a.					
b. Foreign exchange contracts.....					3812		11017000	8769		782000	8770		6596000	M.2.b.					
c. Gold contracts.....					8771		0	8772		0	8773		0	M.2.c.					
d. Other precious metals contracts.....					8774		0	8775		0	8776		0	M.2.d.					
e. Other commodity contracts.....					8777		32533000	8778		31462000	8779		0	M.2.e.					
f. Equity derivative contracts.....					A000		1147000	A001		375000	A002		0	M.2.f.					
g. Credit derivative contracts:																			
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																			
(1) Investment grade.....					G597		4867000	G598		3376000	G599		14239000	M.2.g.(1)					
(2) Subinvestment grade.....					G600		10000	G601		1028000	G602		1403000	M.2.g.(2)					
Dollar Amounts in Thousands										BHCK									
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479			0	M.3.a.					
b. Not applicable.																			
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498			0	M.3.c.					
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b).....										A507			0	M.3.d.					
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771			0	M.4.					
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																			
a. In the form of perpetual preferred stock.....										5483			0	M.5.a.					
b. In the form of common stock.....										5484			0	M.5.b.					

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

**Schedule HC-R—Continued**

## MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	BHCK			
7. Not applicable	F031		5533000	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G220		0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	5990		0	M.8.c.
d. Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502		0	M.8.d.
9. Goodwill net of any associated deferred tax liability .....	G221		4105000	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	BHCK	Percentage		
	G222		0.00 %	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.



## Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C) .....		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due .....		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs .....		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries .....		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements .....								
	BHCK B776 526000	BHCK B777 150000	BHCK B778 39000	BHCK B779 14000	BHCK B780 120000	BHCK B781 1206000	BHCK B782 958000	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790 0	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 .....								
	BHCK B797 0	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.



## Schedule HC-S—Continued

## MEMORANDA

		Dollar Amounts in Thousands				
		BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:						
a. Outstanding principal balance .....	A249				0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	A250				0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):						
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	B804				0	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805				0	M.2.b.
c. Other financial assets <sup>1</sup> .....	A591				0	M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) .....	F699				0	M.2.d.
3. Asset-backed commercial paper conduits:						
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:						
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B806				0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807				0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:						
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B808				0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809				0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407				0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

## Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:												
a. Cash and balances due from depository institutions .....	J981		1000		J982		0		J983		4290000	1.a.
b. Held-to-maturity securities .....	J984		0		J985		0		J986		0	1.b.
c. Available-for-sale securities .....	J987		0		J988		0		J989		0	1.c.
d. Securities purchased under agreements to resell .....	J990		0		J991		0		J992		0	1.d.
e. Loans and leases held for sale .....	J993		0		J994		0		J995		0	1.e.
f. Loans and leases, net of unearned income .....	J996		99000		J997		0		J998		0	1.f.
g. Less: Allowance for loan and lease losses .....	J999		0		K001		0		K002		0	1.g.
h. Trading assets (other than derivatives) .....	K003		484000		K004		0		K005		0	1.h.
i. Derivative trading assets .....	K006		0		K007		0		K008		0	1.i.
j. Other real estate owned .....	K009		9000		K010		0		K011		132000	1.j.
k. Other assets .....	K012		2000		K013		0		K014		248000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:												
a. Securities sold under agreements to repurchase .....	K015		0		K016		0		K017		0	2.a.
b. Derivative trading liabilities .....	K018		6000		K019		0		K020		0	2.b.
c. Commercial paper .....	K021		0		K022		0		K023		0	2.c.
d. Other borrowed money (exclude commercial paper) .....	K024		639000		K025		0		K026		3740000	2.d.
e. Other liabilities .....	K027		0		K028		0		K029		102000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....	K030		0		K031		0		K032		1206000	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....	K033		0		K034		0		K035		1779000	4.

## Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands	BHBC				
1.	Average loans and leases (net of unearned income).....		3516				1.
2.	Average earning assets .....		3402				2.
3.	Average total consolidated assets .....		3368				3.
4.	Average equity capital.....		3519				4.

## Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

### Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company				
	0000			750

## Notes to the Balance Sheet—Other

		Dollar Amounts in Thousands	BHCK				
1.		<b>Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)</b>					
			K141			0	1.
2.	5357						
			5357			0	2.
3.	5358						
			5358			0	3.
4.	5359						
			5359			0	4.
5.	5360						
			5360			0	5.
6.	B027						
			B027			0	6.

## Notes to the Balance Sheet—Other, Continued

		Dollar Amounts in Thousands	BHCK				
7.	B028						
			B028			0	7.
8.	B029						
			B029			0	8.
9.	B030						
			B030			0	9.
10.	B031						
			B031			0	10.
11.	B032						
			B032			0	11.
12.	B033						
			B033			0	12.
13.	B034						
			B034			0	13.
14.	B035						
			B035			0	14.
15.	B036						
			B036			0	15.
16.	B037						
			B037			0	16.
17.	B038						
			B038			0	17.
18.	B039						
			B039			0	18.
19.	B040						
			B040			0	19.
20.	B041						
			B041			0	20.